

## BOARD OF DIRECTORS

Mr. Vijay Bansal	:	Chairman and Managing Director
Mr. Deepak Bansal	:	Whole Time Director
Mr. Basant Goyal	:	Whole Time Director
Mr. Lalit Kumar	:	Non-Executive Independent Director
Dr. Arun Kumar Roopanwal	:	Non-Executive Independent Director
Mrs. Renu Jagdish	:	Non-Executive Independent Director

Company Secretary	-	Ms. Poonam Chahal	Registrar & Transfer Agent	Beetal Financial and Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi - 110062
Chief Financial Officer	-	Mr. Shivendra Nigam		
Statutory Auditors	-	M/s. Akhil Mittal & Co. Chartered Accountants New Delhi		
Secretarial Auditor	-	M/s. Sanjay Grover & Associates Company Secretaries New Delhi		
Registered Office	:	B - 16, Ground Floor, Lawrence Road Industrial Area, Delhi - 110035		

Banker

Oriental Bank of Commerce  
 Standard Chartered Bank Ltd.  
 Axis Bank Ltd.  
 HDFC Bank Ltd.  
 State Bank of India  
 Union Bank of India  
 ICICI Bank Ltd.  
 Yes Bank Ltd.

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**CANTABIL RETAIL INDIA LIMITED****CIN:**L74899DL1989PLC034995**Regd. and Corp. Office:** B- 16, Ground Floor, Lawrence Road, Industrial Area, New Delhi – 110035**Website:** www.cantabilinternational.com **E-mail :** investors@cantabilinternational.com**Telephone:** 91-11-27156381/82 **Fax:** 91-11-27156383**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the 30<sup>th</sup> (Thirtieth) Annual General Meeting of **CANTABIL RETAIL INDIA LIMITED** will be held on Friday, 28<sup>th</sup> day of September 2018 at 10:00 A.M. at Palm Green Hotel and Resort, Main GT Karnal Road, Bakoli, New Delhi-110036 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2018 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Basant Goyal (DIN 07659491), who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

3. **To consider and approve re-appointment of Mr. Vijay Bansal, Chairman and Managing Director in accordance with section 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013.**

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as ‘the Act’, including any statutory modifications or re-enactment thereof for the time being in force), subject to the approval of the members, consent of the Board be and is hereby accorded for re-appointment of Mr. Vijay Bansal (DIN 01110877) as Managing Director of the Company, whose office shall not be liable to retire by rotation, for the period of three years w.e.f 1st April, 2018 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors enumerated herein below:

**A. Salary:** Upto Rs. 84,00,000/- (Rupees Eighty Four Lakh Only) per annum with the authority granted to the Board of Directors (hereinafter referred to as “the Board” which term shall include a Committee of Directors) to determine the Salary, Allowances & Perquisites from time to time on the recommendation of the Nomination and Remuneration Committee within the limits of Rs. 84,00,000/- (Rupees Eighty Four Lakh Only).

**B. Perquisites and Allowances:**

- (i) Medical Re-imbursement/allowance: Re-imbursement of actual expenses for self and family as per rules of the Company.
- (ii) Expenses in relation to use of Company car and telephone for official purpose.
- (iii) Provision for driver/Allowance for driver’s salary: As per rules of the Company.

The total remuneration including Allowances & Perquisites shall not exceed the limits specified in Schedule V to the Act or the amount specified by the Central Government, as the case may be.”

**C. Minimum Remuneration:** Where in any financial year, the Company incurs a loss or its profits are inadequate, the Chairman and Managing Director shall be paid remuneration within the minimum remuneration specified in Schedule V of the Companies Act, 2013.

**D. Other Terms:**

- (i) He shall be entitled to reimbursement of entertainment expenses and other out of pocket expenses incurred in connection with the business of the Company.
- (ii) As long as he functions as a Managing Director, he shall not be paid any sitting fees to attend the meetings of the Board and /or Committees thereof.
- (iii) He shall be required to travel abroad for business promotion as and when required and all expenses incurred during such foreign travel will be governed by the Company’s policy regarding foreign travel.
- (iv) If at any time, the Managing Director ceases to be a Director of the Company for whatsoever cause/ reason, he shall cease to be the Managing Director of the Company.

- (v) The appointment may be terminated by either party giving the other party three months' notice in writing on the expiry of which, the appointment will come to an end. It is hereby agreed that the Company may terminate his appointment by paying to the Chairman & Managing Director his three months' salary in lieu of three months' notice in writing.

The Board of Directors in its absolute discretion to increase remuneration of appointee and review, alter or vary designation and other terms and conditions of appointment of the appointee, as mutually agreed with Mr. Vijay Bansal, at the recommendation of Nomination and Remuneration Committee on annual basis or at such time when recommended by the Nomination and Remuneration Committee.

**“RESOLVED FURTHER THAT** Mr. Basant Goyal, Whole Time Director and/or Ms. Poonam Chahal, Company Secretary, be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

4. **To consider and approve re-appointment of Mr. Deepak Bansal, Whole Time Director in accordance with section 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013.**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as ‘the Act’, including any statutory modifications or re-enactment thereof for the time being in force) subject to the approval of the members, consent of the Board be and is hereby accorded for re-appointment of Mr. Deepak Bansal (01111104) as Whole Time Director of the Company whose office shall be liable to retire by rotation, for the period of three years from w.e.f 1<sup>st</sup> April, 2018 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors enumerated herein below:

**A. Salary:** Upto Rs. 84,00,000/- (Rupees Eighty Four Lakh Only) per annum with the authority granted to the Board of Directors (hereinafter referred to as “the Board” which term shall include a Committee of Directors) to determine the Salary, Allowances & Perquisites from time to time on the recommendation of the Nomination and Remuneration Committee within the limits of Rs. 84,00,000/- (Rupees Eighty Four Lakh Only).

**B. Perquisites and Allowances:**

- (i) Medical Re-imbursement/allowance: Re-imbursement of actual expenses for self and family as per rules of the Company.
- (ii) Expenses in relation to use of Company car and telephone for official purpose.
- (iii) Provision for driver/Allowance for driver's salary: As per rules of the Company.

The total remuneration including Allowances & Perquisites shall not exceed the limits specified in Schedule V to the Act or the amount specified by the Central Government, as the case may be.”

**C. Minimum Remuneration:**

Where in any financial year, the Company incurs a loss or its profits are inadequate, the Whole Time Director shall be paid remuneration within the minimum remuneration specified in Schedule V of the Companies Act, 2013.

**D. Other Terms:**

- (i) He shall be entitled to reimbursement of entertainment expenses and other out of pocket expenses incurred in connection with the business of the Company.
- (ii) As long as he functions as a Whole Time Director, he shall not be paid any sitting fees to attend the meetings of the Board and /or Committees thereof.
- (iii) He shall be required to travel abroad for business promotion as and when required and all expenses incurred during such foreign travel will be governed by the Company's policy regarding foreign travel.
- (iv) The appointment may be terminated by either party giving the other party three months notice in writing on the expiry of which, the appointment will come to an end. It is hereby agreed that the Company may terminate his appointment by paying to the Whole Time Director his three months' salary in lieu of three months' notice in writing.

The Board of Directors in its absolute discretion increase remuneration of appointee and review, alter or vary designation and other terms and conditions of appointment of the appointee, as mutually agreed with Mr. Deepak Bansal, at the recommendation of Nomination and Remuneration Committee on annual basis or at such time when recommended by the Nomination and Remuneration Committee.

**“RESOLVED FURTHER THAT** Mr. Basant Goyal, Whole Time Director and/or Ms. Poonam Chahal, Company Secretary, be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For Cantabil Retail India Limited**

**Place: New Delhi  
Date :14<sup>th</sup>August,2018  
Regd. Office: B-16,  
Lawrence Road Industrial Area  
New Delhi-110035**

**Sd/-  
(POONAM CHAHAL)  
Head- Legal & Company Secretary  
Membership No. : A22574**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

**The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight (48) hours before the commencement of the Annual General Meeting.**

Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy Form is also annexed to this report.

2. Members/Proxies should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members, Societies etc. are requested to send a duly certified copy of the Board Resolution, Authority letter authorizing their representative(s) to attend and vote on their behalf at the Annual General meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday 21<sup>st</sup> September, 2018 to Friday 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General meeting.
4. All documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office as well as the Corporate Office of the Company during normal business hours (10.00 AM to 6.00 PM) on all working days except Saturdays, upto and including the date of the AGM of the Company.
5. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
6. Members are requested to intimate change, if any, in their postal addresses immediately to RTA, Beetal Financial and Computers Pvt. Ltd. at Beetal House, 3<sup>rd</sup> floor, 99, Madangir, Behind Local Shopping Centre, Near Dada HarsukhdasMandir, New Delhi-110062.
7. Members holding shares in electronic form should get their email id's updated with their respective Depository Participants so that they can get the copies of all correspondence sent by the Company via email.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, Register of Member and any other register, if required by law, will be made available for inspection by Members of the Company at the venue of the meeting.
10. Electronic copy of the Notice of the 30<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email id's are registered with the Company/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting and the Annual Report will also be available on the Company's website [www.cantabilinternational.com](http://www.cantabilinternational.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office & Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investors@cantabilinternational.com](mailto:investors@cantabilinternational.com).
12. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
13. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Form shall be treated as invalid.
14. The Company had appointed Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Company Secretaries, New Delhi (CP No. 3850) as a scrutinizer to scrutinize the voting at the AGM venue and remote e-voting process in a fair and transparent manner.
15. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than Forty Eight (48) hours of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a Director authorised by him in writing who shall countersign the same.
16. The Chairman or a director authorised by him in writing shall declare the result of voting on or before closing business hours on 29<sup>th</sup> day of 2018. After the result declared by the Chairman or any other director authorised by the Chairman, the same along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.cantabilinternational.com](http://www.cantabilinternational.com) and shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
17. Members are requested to send their question(s), if any, relating to the financial statements, shareholding, e-voting etc., to Ms. Poonam Chahal, Company Secretary of the Company at the Registered Office of the Company at B-16, Lawrence Road Industrial Area, New Delhi -110035 or at the e-mail address: [Poonam@cantabilinternational.com](mailto:Poonam@cantabilinternational.com) or contact her on Phone No. 91-11-27156381/82 on or before 20<sup>th</sup> September, 2018 so that the answers/details can be provided as soon as possible.
18. Route Map showing directions to reach to the venue of the 30<sup>th</sup> AGM along with prominent land mark is given at the end of the Notice.
19. The relevant details of directors seeking appointment/reappointment above pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 is also given at the end of the Notice.
20. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM
21. **Voting through Electronic means:**

<b>Commencement of E-voting</b>	<b>10:00 AM, Tuesday, 25<sup>th</sup> September, 2018</b>
<b>End of E-voting</b>	<b>5.00 PM, Thursday 27<sup>th</sup> September, 2018</b>

In terms of the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and Sections 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the business specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting.

The e-voting period begins at 10 A.M. on Tuesday, 25<sup>th</sup> September, 2018 and ends at 5 P.M. Thursday, 27<sup>th</sup> September, 2018. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday 21<sup>st</sup> September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>» Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field Sequence number is printed on the Notice of AGM.</p> <p>» In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>» Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m- Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile**
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-Voting.
  - The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting or by Ballot Form shall be able to exercise their right at the meeting. Further, the members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By Order of the Board of Directors  
For Cantabil Retail India Limited**

**Place: New Delhi  
Date :14<sup>th</sup>August,2018**

**Sd/-  
(POONAM CHAHAL)  
Head- Legal & Company Secretary  
Membership No. : A22574**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item Nos. 3**

Mr. Vijay Bansal is the promoter of the Company. He was appointed as Chairman and Managing Director of the Company on 15<sup>th</sup> September 2009 by the Board and approved by the members in the Extra-Ordinary General Meeting held on 19<sup>th</sup> November 2009. He was further re-appointed as Chairman and Managing Director on 12<sup>th</sup> February 2015 by the Board on the recommendation of Nomination and Remuneration Committee and approval of the members in the Annual General Meeting held on 30<sup>th</sup> September 2015. In view of the experience and invaluable contribution in the growth of the Company, Mr. Vijay Bansal was re-appointed as Chairman and Managing Director of the Company on 13<sup>th</sup> February 2018 by the Board on the recommendation of Nomination and Remuneration Committee for a period of three years w.e.f. 1<sup>st</sup> April 2018. The re-appointment is subject to the approval of members. Statement as per SCHEDULE V (PART II) (SECTION II) of the Companies Act, 2013:

General information												
1.	Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.										
2.	Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.										
3.	In case of new companies, date of commencement of activities as per project approved by financial institutions	Not applicable Appearing in the prospectus										
4.	Financial performance based on given indicators	As on 31 <sup>st</sup> March, 2018: <div><div>(In Lacs)</div><table><tr><td>Total Revenue</td><td>19864.73</td></tr><tr><td>Profit before Tax &amp; Depreciation</td><td>1457.47</td></tr><tr><td>Profit before Tax</td><td>762.83</td></tr><tr><td>Provisions for Deferred Tax Liability/ (Assets)</td><td>(1235.91)</td></tr><tr><td>Profit after Tax</td><td>1998.74</td></tr></table></div>	Total Revenue	19864.73	Profit before Tax & Depreciation	1457.47	Profit before Tax	762.83	Provisions for Deferred Tax Liability/ (Assets)	(1235.91)	Profit after Tax	1998.74
Total Revenue	19864.73											
Profit before Tax & Depreciation	1457.47											
Profit before Tax	762.83											
Provisions for Deferred Tax Liability/ (Assets)	(1235.91)											
Profit after Tax	1998.74											
5.	Foreign investment or collaboration, if any	Not applicable										
Information about the appointee												
1.	Background details	Mr. Vijay Bansal is Graduate from Kurukshetra University. He is the founder promoter of our Company. He promoted Kapish Products Private Limited in 1989 and thereafter launched CANTABIL brand in 2000.										
2.	Past remuneration	For the period 2017-18 :- Aggregate value of salary and perquisites: Rs. 83,19,600/-										
3.	Recognition or Awards	Mr. Vijay Bansal was conferred with Delhi Udyog Ratan Award 2008 by the Government of Delhi. Recently he was awarded with Business Icon Award in the category of “ <b>Brand of the Year</b> ”, instituted by NSS Media Group										
4.	Job profile and his suitability	Mr. Vijay Bansal is the Chairman and Managing Director of the Company having overall experience of 29 years. He has been instrumental in strategic planning and business development of our Company including establishment of our brand. He is responsible for the overall management and supervision of the business of our Company.										
5.	Remuneration proposed	<b>A. Salary</b> : Upto Rs. 84,00,000/- (Rupees Eighty Four Lacs Only) per annum. <b>B. Perquisites and Allowances:</b> (i) Medical Re-imbursement/allowance: Re-imbursement of actual expenses for self and family as per rules of the Company. (ii) Expenses in relation to use of Company car and telephone for official purpose. (iii) Provision for driver/Allowance for driver’s salary: As per rules of the Company.										
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Vijay Bansal is carrying. The remunerations do differ from company to company in the industry depending on their respective operations.										



7.	Pecuniary relationship directly or indirectly with the company, or related relationship with the managerial personnel, if any	Apart from drawing remuneration as Managing Director of the Company, there is no other pecuniary relationship. Mr. Vijay Bansal is related to following managerial personnels of the Company: » <b>Mr. Deepak Bansal : Whole-Time Director</b> He holds 6112801 Equity Shares of Rs.10/- each (37.43%) of your Company in his personal capacity.
Other information		
1.	Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.
2.	Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.
3.	Expected increase in productivity profits in measurable terms	Company has made its manufacturing facility fully operational at and HSIIDC Bahadurgarh (Haryana) and increased its production capacity to step into the export activities. Besides that company is aggressively opening new stores in tier two and three cities to increase sales turnover.

He will not be liable to retire by rotation during his term of office as Chairman and Managing Director.

Yours Directors, therefore, recommend the resolution as set out in item no. 3 for your approval.

Apart from Mr. Vijay Bansal, Mr. Deepak Bansal, Whole Time Director of the Company is also interested in the resolution being related to Mr. Vijay Bansal Chairman and Managing Director.

#### Item Nos. 4

Mr. Deepak Bansal was appointed as Whole Time Director of the Company by the Board on 15<sup>th</sup> September 2009. He was further re-appointed as Whole Time Director on 12<sup>th</sup> February 2015 by the Board on the recommendation of Remuneration Committee and approval of the members in the Annual General Meeting held on 30<sup>th</sup> September 2015. He is looking after marketing operation and network of the retail outlets of the Company all over India. In view of the experience and invaluable contribution of Mr. Deepak Bansal towards the growth of the Company he was re-appointed as Whole Time Director by the Board on the recommendation of Nomination and Remuneration Committee for a period of three years w.e.f. 1<sup>st</sup> April 2018, shall be liable to retire by rotation. The re-appointment is subject to the approval of members.

#### Statement as per SCHEDULE V (PART II) (SECTION II) of the Companies Act, 2013:

Statement as per Section 2(71) of the Companies Act, 2013.

General information														
1.	Nature of industry	We are in the business of designing, manufacturing, branding and retailing of apparels and wearable accessories.												
2.	Date or expected date of commencement of commercial production	Since Company was incorporated in 1989 and duly commenced its business long ago.												
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions	Not applicable Appearing in the prospectus												
4.	Financial performance based on given indicators	<div>As on 31st march, 2018:</div> <table><tr><th colspan="2">(In Lacs)</th></tr><tr><td>Total Revenue</td><td>19864.73</td></tr><tr><td>Profit before Tax &amp; Depreciation</td><td>1457.47</td></tr><tr><td>Profit before Tax</td><td>762.83</td></tr><tr><td>Provisions for Deferred Tax Liability/ (Assets)</td><td>(1235.91)</td></tr><tr><td>Profit after Tax</td><td>1998.74</td></tr></table>	(In Lacs)		Total Revenue	19864.73	Profit before Tax & Depreciation	1457.47	Profit before Tax	762.83	Provisions for Deferred Tax Liability/ (Assets)	(1235.91)	Profit after Tax	1998.74
(In Lacs)														
Total Revenue	19864.73													
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Profit before Tax	762.83													
Provisions for Deferred Tax Liability/ (Assets)	(1235.91)													
Profit after Tax	1998.74													

5.	Foreign investment or collaboration, if any	Not applicable
Information about the appointee		
1.	Background details	Mr. Deepak Bansal is Graduate in Mathematics from Delhi University. He has been actively involved in setting up of retail network all over India.
2.	Past remuneration	For the period 2017-18 :- Aggregate value of salary and perquisites: Rs. 83,19,600/-
3.	Job profile and his suitability	Mr. Deepak Bansal is a Whole-Time Director of the Company. As a Director, he is responsible for diversifying and expanding the business of the company and for preparing marketing strategy and advertisements for our products. He has an overall experience of 17 years in retail apparel industry.
4.	Remuneration proposed	<b>A. Salary:</b> Upto Rs. 84,00,000/- (Rupees Eighty Four Lacs Only) per annum. <b>B. Perquisites and Allowances:</b> (i) Medical Re-imbursement/allowance: Re-imbursement of actual expenses for self and family as per rules of the Company. (ii) Expenses in relation to use of Company car and telephone for official purpose. (iii) Provision for driver/Allowance for driver's salary: As per rules of the Company.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and in person	The proposed remuneration is commensurate with size and nature of the business of the company and big responsibility Mr. Deepak Bansal is carrying. The remunerations do differ from company to company in the industry depending on the respective operations.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial personnel, if any	Apart from drawing remuneration as Whole-Time Director of the Company, there is no other pecuniary relationship. Mr. Deepak Bansal relationship with The managerial is related to following managerial personnels of the Company :- » <b>Mr. Vijay Bansal : Chairman and Managing Director</b> He holds 2567436 Equity Shares of Rs. 10/- each (15.72%) of your Company in his personal capacity.
Other information		
1.	Reasons of loss or inadequate profits	Since past few years retail industry is going through rough phase. However the Company is growing slowly and gradually but the profits are still not adequate.
2.	Steps taken or proposed to be taken improvement	Focus has been placed on promotion and marketing of products for so as to increase the sales turnover of the company and efforts are being made to reduce overheads and fixed costs as compared to variable costs and this will result into increase in profits of the company.
3.	Expected increase in productivity profits in measurable terms	Company has made its manufacturing facility fully operational at and HSIIDC Bahadurgarh (Haryana) and increased its production capacity to step into the export activities. Besides that company is aggressively opening new stores in tier two and three cities to increase sales turnover.

**By Order of the Board of Directors  
For Cantabil Retail India Limited**

**Place: New Delhi  
Date :14<sup>th</sup> August, 2018  
Regd. Office: B-16,  
Lawrence Road Industrial Area  
New Delhi-110035**

**Sd/-  
(POONAM CHAHAL)  
Head- Legal & Company Secretary  
Membership No. : A22574**